

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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|--------------------------------|---|-----------------------------------------|
| In re: |) | Chapter 11 |
| |) | |
| |) | Case No. 22-11238 (LSS) (Jointly |
| |) | Administered) |
| WINC, INC. et al, ¹ |) | |
| |) | |
| |) | Obj. Deadline: April 19, 2024 @ 4:00 pm |

**CLUB W. CREDITOR TRUST’S NOTICE OF
SATISFACTION OF FULLY SATISFIED CLAIMS**

**PARTIES RECEIVING THIS NOTICE SHOULD LOCATE THEIR NAMES AND
THEIR FULLY SATISFIED CLAIM IDENTIFIED ON EXHIBIT A ATTACHED
HERETO**

**IF YOU HAVE QUESTIONS, PLEASE CONTACT COUNSEL TO THE
CREDITOR TRUST, JAMES E. BRITTON OF ARENTFOX SCHIFF LLP
AT (617) 973-6204 OR james.britton@afslaw.com**

PLEASE TAKE NOTICE that the Club W. Creditor Trust (the “Creditor Trust”) established by the *Combined Disclosure Statement and Joint Chapter 11 Plan of Winc, Inc. and Its Affiliated Debtors* [Docket No. 444] (as amended, supplemented, or modified, the “Plan”) confirmed in the above-captioned cases jointly administered under Case No. 22-11238 (the “Chapter 11 Cases”), by counsel, hereby files this notice (the “Notice”) identifying certain claims (the “Fully Satisfied Claims”) that have been satisfied in full by, among other things, post-petition payments by the Debtors or third parties, by agreements with the applicable creditors, and/or the assumption and cure of certain contracts or leases. A list of the Fully Satisfied Claims is attached hereto as **Exhibit A**. In support of this Notice, the Creditor Trust respectfully represents as follows:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). In accordance with Section 9.5 of the Plan, the Debtor Winc Lost Poet, LLC was dissolved as the Effective Date (as defined therein).

BACKGROUND

1. On November 30, 2022, Winc. Inc. and its above-captioned affiliates (the “Debtors”) each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) with the United States Bankruptcy Court for the District of Delaware (the “Court”). The cases are jointly administered under Case No. 22-11238.

2. On December 28, 2022, the Debtors filed their Schedules of Assets and Liabilities (the “Schedules”).

3. By order dated March 6, 2023 [Docket No. 277] (the “Bar Date Order”), the Court established April 5, 2023 (the “General Bar Date”) as the deadline by which all non-governmental entities must file proofs of prepetition claims (whether administrative, secured, unsecured or priority) against the Debtors’ estates. The Bar Date Order also established May 30, 2023 (the “Governmental Unit Bar Date”) as the deadline for all governmental units to file proofs of prepetition claims against the Debtors’ estates. In accordance with the Bar Date Order, the Debtors served written notice of the General Bar Date and the Governmental Unit Bar Date upon all known entities holding potential prepetition claims against the Debtors on March 7 2023. *See* Affidavit of Service [Docket No. 300].

4. On August 3, 2023, the Court entered the *Order Approving and Confirming the Combined Disclosure Statement and Joint Chapter 11 Plan of Winc, Inc. and Its Affiliated Debtors* [Docket No. 457] (the “Confirmation Order”) confirming the Plan.

5. On August 9, 2023 (the “Effective Date”), the Plan became effective. *See Notice of (A) Order Confirming the Combined Disclosure Statement and Joint Chapter 11 Plan of Winc, Inc. and Its Affiliated Debtors and (B) Occurrence of Effective Date* [Docket No 462]. On the Effective Date, the Creditor Trust was established and Brian Ryniker was appointed creditor

trustee (the “Creditor Trustee”) pursuant to the Creditor Trust Agreement (the “Creditor Trust Agreement”). The Creditor Trust, through the Creditor Trustee, is authorized to review, reconcile, and compromise claims against the bankruptcy estate pursuant to Section 9.6 of the Plan.

6. The Creditor Trust Agreement provides, among other things, that the Creditor Trust “may, but is not required to, set off or recoup against any Claim and the payments or other distributions to be made under the Plan in respect of such Claim, claims of any nature whatsoever that arose before the Petition Date that the Estates or the Creditor Trust may have against the Holder of such Claim.” Creditor Trust Agreement, § 6.10.

7. To date, 1,072 proofs of claim have been filed in the Bankruptcy Cases. The Creditor Trust anticipates that it will object to a number of these proofs of claim, both on the bases enumerated in Bankruptcy Rule 3007(d) as well as on additional grounds.

8. On February 27, 2024, the Court entered its *Order Granting the First Omnibus Objection (Non-Substantive) of the Club W. Creditor Trust Seeking Entry of an Order Disallowing and Expunging Certain Claims (Duplicate, Amended or Superseded Claims)* [Docket No. 532].

9. Following the Court’s entry of its *Order Extending the Deadline to Object to Claims* [Docket No. 530], the current deadline for objecting to claims is August 3, 2024, subject to the Creditor Trust’s right to seek an extension. *See* Plan at §§ 1.27, 11.1.

CLAIMS SATISFIED AFTER THE PETITION DATE

10. The Creditor Trust has reviewed, or caused its professionals to review, the Debtors' books and records, the Schedules, the filed proofs of claims, and the filings in these Chapter 11 Cases, and has determined that the Fully Satisfied Claims listed on Exhibit A have been satisfied in full for the reasons set forth on Exhibit A, including but not limited to post-petition payments by the Debtors or third parties, by agreements with the applicable creditors, and/or the assumption and cure of certain contracts or leases.

11. Accordingly, the Creditor Trust intends to designate on the claims register in these Chapter 11 Cases that the Fully Satisfied Claims have been previously satisfied as provided for herein and on Exhibit A attached hereto. The Creditor Trust is serving this Notice on all parties holding the Fully Satisfied Claims pursuant to Section 11.7 of the Plan and providing such parties with an opportunity to object to the Creditor Trust's position that such amounts have been satisfied in full.

12. **ANY PARTY DISPUTING THE CREDITOR TRUST'S POSITION THAT A PARTICULAR FULLY SATISFIED CLAIM HAS BEEN SATISFIED AS PROVIDED FOR HEREIN AND ON EXHIBIT A ATTACHED HERETO MUST FILE A WRITTEN RESPONSE WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 3RD FLOOR, WILMINGTON, DELAWARE 19801 ON OR BEFORE APRIL 17, 2024 AT 4:00 P.M. (ET), AND SERVE SUCH RESPONSE ON THE UNDERSIGNED COUNSEL TO THE CREDITOR TRUST.**

13. The Creditor Trust will then make a reasonable effort to review the Fully Satisfied Claim with the claimant to determine whether any asserted amounts were, in fact, not satisfied. If

the parties are unable to reach a resolution, a hearing will be held on the matter at a date and time to be separately noticed by the Trust.

14. If a Response is not filed by the Response Deadline, such claim shall be deemed satisfied, and Creditor Trust shall cause the Claims Register to be updated as set forth herein without further order of the Court.

15. Questions concerning this Notice should be directed to the undersigned counsel for the Creditor Trust. Claimants should not contact the Clerk of the Court to discuss the merits of their Fully Satisfied Claims or this Notice.

RESERVATION OF RIGHTS

16. The Creditor Trust reserves any and all rights to amend, supplement, or otherwise modify this Notice to file additional notices of this nature and objections to claims with respect to any and all claims filed and amounts scheduled in these Chapter 11 Cases. The Creditor Trust also reserves any and all rights, claims, and defenses with respect to any and all of the Fully Satisfied Claims, and nothing included in or omitted from this Notice is intended or should be construed as (i) an admission as to the validity of any claim, (ii) a waiver of the Creditor Trust's rights to dispute any claim on any grounds, (iii) a promise or requirement to pay any claim, (iv) an implication or admission that any claim is of a type referenced or defined herein or therein, (v) a waiver or

limitation of any of the Creditor Trust's rights under the Bankruptcy Code or applicable law, or
(vi) a waiver of any party's rights to assert that any other party is in breach or default of any agreement.

Dated: April 2, 2024
Wilmington, Delaware

/s/ Mark T. Hurford
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EXHIBIT A

Fully Satisfied Claims

| Fully Satisfied Claims | | | | | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------|------------|---------------------|-----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Claimant | Claim No. | Debtor | Date Filed | Asserted Claim Type | Asserted Claim Amount | Reason for Satisfaction |
| Banc Of California, N.A. Attn: Michael Baranowski 3 MacArthur Place Santa Ana, CA 92707 | 238000530 (scheduled) | Winc, Inc. | n/a | Secured | \$3,635,745.83 | Scheduled claim has been satisfied as the Debtors have paid balance off as part of the sale. |
| Banc Of California, N.A. Attn: Michael Baranowski 3 MacArthur Place Santa Ana, CA 92707 | 239000310 (scheduled) | BWSC, LLC | n/a | Secured | \$3,635,745.83 | This scheduled claim reflects BWSC as a guarantor to the \$3.6 million Winc note with Banc of California (Scheduled claim 238000530). As the Debtors have paid this balance as part of the sale, there is no liability due. |
| Baystate Wine & Spirits PO Box 310 W. Bridgewater, MA 02375 | 155 | BWSC, LLC | 03/28/23 | Admin | \$120.00 | This contract was cured, assumed and assigned by the Debtors as part of the sale. |
| Baystate Wine & Spirits of NH Baystate Wine & Spirits PO Box 310 W. Bridgewater, MA 02375 | 156 | BWSC, LLC | 03/28/23 | Admin | \$120.00 | This contract was cured, assumed and assigned by the Debtors as part of the sale. |
| California Dept. of Tax and Fee Administration c/o Collections Support Bureau, MIC: 55 Attn: Ryan Slauson PO Box 942879 Sacramento, CA 94279-0055 | 340 | BWSC, LLC | 09/21/23 | Admin | \$26,739.66 | These amounts were paid by the buyer as part of the Debtors' sale. |
| Comptroller of the Treasury 301 W Preston Street Room #409 Baltimore, MD 21201 | 20089 | BWSC, LLC | 1/13/2023 | Priority | \$26,125.00 | Claim has been satisfied through filing with Avalara. |

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| Illinois Dept. of Employment Security 33 S. State Street 10 th Floor Chicago, IL 60603 | 20058 | Winc, Inc. | 12/29/2022 | Priority | \$137.25 | Claim has been satisfied through filing with Avalara. |
| Indiana Department of Revenue 100 North Senate Avenue N-240 MS 108 Indianapolis, IN 46204 | 4 | Winc, Inc. | 12/29/2022 | Priority | \$178.22 | Claim has been satisfied through filing with Avalara. |
| Massachusetts Department of Revenue Bankruptcy Unit PO Box 7090 Boston, MA 02204-7090 | 20009 | BWSC, LLC | 12/8/2022 | Priority | \$9,070.30 | Tax returns in question have been filed and no further balance is due. |
| Massachusetts Department of Revenue Bankruptcy Unit PO Box 7090 Boston, MA 02204-7090 | 20008 | Winc, Inc. | 12/8/2022 | Priority | \$4,243.19 | Tax returns in question have been filed and no further balance is due. |
| Michigan Department of Treasury 3030 W. Grand Blvd. Cadillac Place, Ste 10-200 Detroit, MI 48202 | 20423 | BWSC, LLC | 3/29/2023 | Priority | \$13,347.20 | Tax returns in question have been filed and no further balance is due. |
| Michigan Department Of Treasury 3030 W. Grand Blvd. Cadillac Place, Ste 10-200 Detroit, MI 48202 | 20720 | BWSC, LLC | 8/15/2023 | Priority | - | Claim withdrawn. |
| Missouri Department Of Revenue PO Box 475 Jefferson City, MO 65105 | 20035 | Winc, Inc. | 12/19/2022 | Priority | \$74.67 | Claim has been satisfied through filing with Avalara. |
| New Mexico Taxation & Revenue Department | 16 | Winc, Inc. | 2/6/2023 | Priority | \$10,243.59 | Tax returns in question have been filed and no further balance is due. |

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| PO Box 8575 Albuquerque, NM 87198-8575 | | | | | | |
| New York City Department of Finance 375 Pearl Street 27 th Floor New York, NY 10038 | 211 | Winc, Inc. | 4/3/2023 | Priority | \$3,737.43 | Tax returns in question have been filed and no further balance is due. |
| NY State Dept of Taxation and Finance Bankruptcy Section PO Box 5300 Albany, NY 12205-0300 | 7 | Winc, Inc. | 12/23/22 | Secured | - | Claim withdrawn. |
| Ocean State Wine & Spirits 101 Higginson Ave. Lincoln, RI 02865 | 157 | BWSC, LLC | 03/28/23 | Admin | \$120.00 | This contract was cured, assumed and assigned by the Debtors as part of the sale. |
| Ohio Department of Taxation P.O. Box 530 Columbus, OH 43216 | 20044 | BWSC, LLC | 12/21/2022 | Priority | \$13,457.74 | Claim has been satisfied through filing with Avalara. |
| Oracle America Inc, SII Netsuite Inc Shawn M. Christianson c/o Buchalter, P.C. 425 market Street Ste. 2900 San Francisco, CA 94105 | 248 | Winc, Inc. | 04/05/23 | Admin | \$237,463.02 | This contract was cured, assumed and assigned by the Debtors as part of the sale. |
| PA Department Of Revenue PO Box 280946 Harrisburg, PA 17110 | 20105 | BWSC, LLC | 2/16/2023 | Priority | \$6,543.25 | Claim has been satisfied through filing with Avalara. |
| State of Hawaii Department of Taxation | 20288 | Winc, Inc. | 3/20/2023 | Priority | - | Tax returns in question have been filed and no further balance is due. |

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| Attn: Bankruptcy Unit P.O. Box 259 Honolulu, HI 96809-0259 | | | | | | |
| State of Hawaii Department of Taxation Attn: Bankruptcy Unit P.O. Box 259 Honolulu, HI 96809-0259 | 20289 | BWSC, LLC | 3/20/2023 | Priority | - | Tax returns in question have been filed and no further balance is due. |
| State of New Jersey Division of Taxation PO Box 245 Trenton, NJ 08695-0245 | 20102 | BWSC, LLC | 2/8/2023 | Priority | \$94,000.00 | Claim has been satisfied through filing with Avalara. |
| State of New Jersey Division of Taxation PO Box 245 Trenton, NJ 08695-0245 | 20660 | BWSC, LLC | 5/16/2023 | Priority | \$35,104.63 | Claim has been satisfied through filing with Avalara. |
| State of New Jersey Division of Taxation PO Box 245 Trenton, NJ 08695-0245 | 20101 | Winc, Inc. | 2/8/2023 | Priority | \$20,000.00 | Claim has been satisfied through filing with Avalara. |
| State of New Jersey Division of Taxation PO Box 245 Trenton, NJ 08695-0245 | 20731 | BWSC, LLC | 9/11/2023 | Priority | - | Claim has been satisfied through filing with Avalara. |
| Tennessee Department of Revenue c/o Attorney General | 20233 | Winc, Inc. | 03/17/23 | Admin | \$1,000.00 | Tax returns in question have been filed and no further balance is due. |

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| PO Box 20207 Nashville, TN 37202-0207 | | | | | | |
| Tennessee Department of Revenue c/o Attorney General PO Box 20207 Nashville, TN 37202-0207 | 20064 | BWSC, LLC | 1/3/2023 | Priority | - | Claim withdrawn. |